

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO. et al.

Debtors.

)
) Chapter 11
)
) Case No. 01-01139 (JKF)
) (Jointly Administered)
) Objection Deadline: May 5, 2005 at 4:00p.m.
Hearing Date: TDB only if necessary

**SUMMARY COVERSHEET TO THIRTY-SEVENTH MONTHLY INTERIM
APPLICATION OF CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART &
OLSTEIN FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR
MARCH 1, 2005 THROUGH MARCH 31, 2005**

Name of Applicant:	Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein ("CBBG")
Authorized to provide professional services to:	Special Litigation and Environmental Counsel to Debtors
Date of Retention:	February 1, 2002
Period for which compensation and reimbursement is sought	March 1, 2005 through March 31, 2005
Amount of compensation sought as actual, reasonable and necessary	\$1,582.00 period March 1, 2005 through March 31, 2005 in professional fees
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$31.94 period of March 1, 2005 through March 31, 2005

This is a:

Monthly interim application

Prior Applications filed: Yes

Date Filed	Period Covered	Requested Fees (80%)	Requested Expenses	Status of Fees	Status of Expenses
04/30/02	03/01/02 through 03/31/02	\$11,914.00	\$1,601.57	Paid	Paid
05/16/02	04/01/02 through 04/30/02	\$18,244.80	\$800.41	Paid	Paid
06/02	05/01/02 through 05/31/02	\$10,476.80	\$1,952.06	Paid	Paid
07/02	06/01/02 through 06/30/02	\$23,778.80	\$124.87	Paid	Paid
08/02	07/01/02 through 07/31/02	\$21,644.40	\$382.71	Paid	Paid
09/02	08/01/02 through 08/31/02	\$34,612.80	\$2,524.85	Paid	Paid
10/02	9/01/02 through 9/30/02	\$29,157.20	\$2,926.37	Paid	Paid
11/02	10/01/02 through 10/31/02	\$25,916.00	\$2,067.73	Paid	Paid
12/02	11/01/02 through 11/30/02	\$27,517.20	\$2,314.21	Paid	Paid
01/03	12/01/02 through 12/31/02	\$56,228.40	\$8,398.02	Paid	Paid

02/03	01/01/03 through 01/31/03	\$144,530.40	\$9,533.27	Paid	Paid
03/03	02/01/03 through 02/28/03	\$80,008.09	\$19,621.20	Paid	Paid
04/03	03/01/03 through 03/31/03	\$108,130.40	\$16,983.37	Paid	Paid
5/03	04/01/03 through 04/30/03	\$69,407.60	\$3,684.64	Paid	Paid
6/03	05/01/03 through 05/31/03	\$26,057.93	\$0	Paid	Paid
7/03	06/01/03 through 06/30/03	\$60,407.20	\$2,061.28	Paid	Paid
8/03	07/01/03 through 07/31/03	\$78,271.60	\$9,347.66	Paid	Paid
9/03	08/01/03 through 08/31/03	\$48,996.80	\$1,966.20	Paid	Paid
10/03	09/01/03 through 09/30/03	\$29,190.80	\$2,057.14	Paid	Paid
11/03	10/01/03 through 10/31/03	\$36,243.20	\$1,026.05	Paid	Paid
12/03	11/01/03 through 11/30/03	\$44,670.80	\$1,919.20	Paid	Paid

2/04	12/01/03 through 12/31/04	\$37,199.20	\$839.62	Paid	Paid
02/04	01/01/04 through 01/31/04	\$52,239.60	\$1,038.45	Paid	Paid
03/04	02/01/04 through 02/29/04	\$31,430.00	\$2,975.32	Paid	Paid
04/04	03/01/04 through 03/31/04	\$28,304.00	\$877.91	Paid	Paid
05/04	04/01/04 through 04/30/04	\$51,685.20	\$1,793.71	Paid	Paid
06/04	05/01/04 through 05/31/04	\$96,132.80	\$1,015.71	Paid	Paid
07/04	06/01/04 through 06/30/04	\$93,467.60	\$8,732.43	Paid	Paid
08/04	07/01/04 through 07/31/04	\$58,543.20	\$5,708.23	Paid	Paid
09/04	08/01/04 through 08/31/04	\$87,745.20	\$3,704.36	Paid	Paid
10/04	09/01/04 through 09/30/04	\$60,518.00	\$2,976.80	Paid	Paid
11/04	10/01/04 through 10/31/04	\$37,912.80	\$2,005.04	Paid	Paid

12/04	11/01/04 through 11/30/04	\$6,468.40	\$273.07	Paid	Paid
01/05	12/01/04 through 12/31/04	\$5,060.00	\$121.45	Application pending	Application pending
02/05	01/01/05 through 01/31/05	\$3,906.80	\$46.24	Paid	Paid
03/05	02/01/05 through 02/28/05	\$2,664.40	\$70.80	Application pending	Application pending

As indicated above, this is the thirty-seventh application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

Summary of Compensation Requested

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$385	3.20	\$1,232.00
Melissa E. Flax	Partner	\$260	1.20	\$312.00
Laura Florence	Paralegal	\$95	.40	\$38.00

Total Fees \$1,582.00

Total Hours 4.80

EXPENSE SUMMARY

Expense Category	Total Expenses
Copies – Internal and Outside	
Westlaw/Pacer	\$13.44
Telephone	
Faxes	
FedEx	\$18.50
Travel	
Messenger	
Additional Staff Time	
Court Reporter (Hearing Transcript)	
Meals	
AirPhoto Services	
Stationary and Supplies	
Returned Witness Fee	
Total	\$31.94

Dated: April 12, 2005

**ATTACHMENT B
TO FEE APPLICATION
(March 1, 2005 through March 31, 2005)**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$385	3.20	\$1,232.00
Melissa E. Flax	Partner	\$260	1.20	\$312.00
Laura Florence	Paralegal	\$95	.40	\$38.00

Grand Total:	\$1,582.00
Blended Rate:	

COMPENSATION BY PROJECT CATEGORY¹

Project Category (Examples)	Total Hours	Total Fees
Asset Analysis		
Asset Disposition		
Business Operations		
Case Administration		
Claims Analysis Objection Resolution & Estimation (Asbestos)		
Claims Analysis Objection Resolution & Estimation (Non-Asbestos)		
Committee (All – Creditors', Noteholders', Equity Holders', etc.)		
Employee Benefits/Pensions		
Employment Applications, Applicant		
Employment Applications, Others		
Expenses		\$31.94
Fee Applications, Applicant	1.20	\$312.00
Fee Applications, Others		
Financing		
Hearings		
Litigation and Litigation Consulting	3.60	\$1,270.00
Plan and Disclosure Statement		
Relief from Stay Proceedings		
Tax Issues		
Tax Litigation		
Travel – non-working		
Valuation		
ZAI Science Trial		
ZAI Science Trial – Expenses		
Other (Explain)		

¹ In accordance with the Court's directive at the August 26, 2002 hearing, the compensation by project category has been revised to reflect the additional project categories required by the Court and the Fee Auditor.

EXPENSE SUMMARY

Expense Category (Examples)	Service Provider (if applicable)	Total Expenses
Computer Assisted Legal Research	WestLaw/Pacer	\$13.44
Facsimile (with rates)		(\$1.00 per page)
Long Distance Telephone		
In-House Reproduction		(\$0.15 per page)
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Transcripts	Charles P. McGuire	
Local Travel		
Out-Of-Town Travel		
airfare		
car/taxi service		
Courier & Express Carriers (e.g. Federal Express)	Federal Express	\$18.50
Postage		
Other (Explain) - Working meal		
Messenger		
Security at Site	SARA Consultants	
Additional Staff Time		
Aerial Photographs		
Stationary & Supplies		
Returned Witness Fee		

Dated: April 12, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
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)	
W. R. GRACE & CO. et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	

VERIFICATION

JOHN M. AGNELLO, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein and I am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Supreme Court of the United States.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G_C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I have personally performed certain of, and overseen the legal services rendered by Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein as special litigation and environmental counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



John M. Agnello

In the State of New Jersey

SWORN TO AND SUBSCRIBED
before me this 13th day of April, 2005



Notary Public

My Commission Expires:

JEANNE A. SPERA
A Notary Public Of New Jersey
My Commission Expires August 13, 2007

IN THE UNITED STATES BANKRUPTCY COURT
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) Chapter 11
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) Case No. 01-01139 (JKF)
) (Jointly Administered)

) Objection Deadline: May , 2005 at 4:00p.m.
Hearing Date : TDB only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI,
STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD
FROM MARCH 1, 2005 THROUGH MARCH 31, 2005**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

W.R. GRACE & COMPANY
 5400 BROKEN SOUND BLVD., N.W.
 BOCA RATON, FL 33487
 ATTN: RICHARD A. SENFTLEBEN, ESQ.

April 11, 2005
 Invoice No. 27563
 Client No. 734680

For Professional Services Rendered through 03/31/05

Matter # 734680.1 VS. HONEYWELL INTERNATIONAL

Litigation and Litigation Consulting

03/03/05 JMA Receipt and review letter from D. Field to Judge Cavanaugh re: 60(B) Grace dismissal	.20	77.00
03/03/05 JMA Phone - C. Marraro re: dismissal of Grace and District Court retaining jurisdiction over settlement	.40	154.00
03/04/05 LF Review 3rd Circuit Opinion from internet	.20	19.00
03/09/05 JMA Review of and comments to Honeywell draft letter to Judge Cavanaugh re: dismissing Grace	.40	154.00
03/09/05 LF West Law search regarding reported decision	.20	19.00
03/16/05 JMA Conference with C. Marraro re: Order dismissing Grace	.30	115.50
03/17/05 JMA Review file for preparation of Stipulation and Order of Dismissal	.40	154.00
03/17/05 JMA Prepare Stipulation and Order of Dismissal	.40	154.00
03/17/05 JMA Prepare draft letter to M. Daneker	.20	77.00
03/17/05 JMA Letter to C. Marraro	.20	77.00
03/31/05 JMA Receipt and review letter from M. Daneker to Judge Cavanaugh re: Joint Motion to Dismiss Grace	.30	115.50
03/31/05 JMA Receipt and review Lowenstein Motion to Withdraw as Counsel	.30	115.50
03/31/05 JMA Receipt and review notice of electronic filing re: Lowenstein motion to withdraw	.10	38.50

Fee Application, Applicants

03/08/05 MEF Fee Application - email to S. Bossay regarding 14th Quarterly fee application	.10	26.00
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W.R. GRACE & COMPANY

April 11, 2005

Client No.

734680

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INVOICE NO.

27563

03/08/05 MEF Fee Application - email from S. Bossay regarding 14th Quarterly fee application	.10	26.00
03/18/05 MEF Fee detail - review February time and prepare 36th fee application	.40	104.00
03/18/05 MEF Fee detail - receipt and review Fee Auditor's Report regarding 14th Quarterly Fee Application	.20	52.00
03/22/05 MEF Fee Application - finalize 36th fee application	.20	52.00
03/22/05 MEF Fee Application - letter to P. Cuniff regarding 36th fee application	.20	52.00

Total Fees:

1,582.00

W.R. GRACE & COMPANY

Client No.

734680

INVOICE NO.

27563

April 11, 2005

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SUMMARY OF FEES:

-----TIME AND FEE SUMMARY-----			
-----TIMEKEEPER-----	RATE	HOURS	FEES
J M AGNELLO	385.00	3.20	1232.00
M E FLAX	260.00	1.20	312.00
LAURA FLORENCE	95.00	.40	38.00
TOTALS		4.80	1582.00

EXHIBIT B

W.R. GRACE & COMPANY
Client No. 734680
INVOICE NO. 27563

April 11, 2005
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Disbursements

03/31/05 Computer Searches
03/31/05 Federal Express

13.44

18.50

31.94

Total Costs

1,613.94

Total Due this Matter
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